

RECORDATION NO. 27392 FILED

FEB 29 '08 -9 00 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
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WASHINGTON, D.C.
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OF COUNSEL
URBAN A. LESTER

February 29, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Lease Agreement dated as of February 25, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing & Capital, LLC
One Financial Plaza
Providence, RI 02901

Lessee: Martin Marietta Materials, Inc.
2710 Wycliff Road
Raleigh, NC 27622

Anne K. Quinlan, Esquire
February 29, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

89 railcars within the series MWAX 5004 - MWAX 5065 and MACX 1039 - MACX 4060 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Equipment Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27392 FILED

FEB 29 '08 -9 00 AM

Bank of America



One Financial Plaza
Providence, Rhode Island 02903-2305

SURFACE TRANSPORTATION BOARD

FILED AND RECORDED WITH THE

On: _____

At: _____

And given Recordation No.: _____

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT dated as of February 25, 2008 by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("Lessor") and Martin Marietta Materials, Inc., a North Carolina corporation ("Lessee"), as such agreement relates to Equipment Schedule No. 15814-11500-005 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, Eighty Nine (89) Open Top Hopper Cars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule of Equipment attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: February 25, 2008

Lessor:
BANC OF AMERICA LEASING & CAPITAL, LLC

By: David H. Soumoyer
Name: David H. Soumoyer
Title: Senior Vice President

Lessee:
MARTIN MARIETTA MATERIALS, INC.

By: Anne H. Lloyd
Name: Anne H. Lloyd
Title: SVP, CFO and Treasurer

STATE OF: North Carolina

SS.

COUNTY OF: Wake

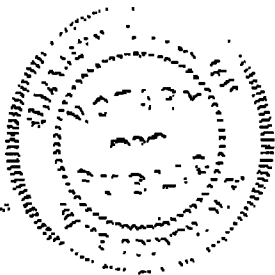
On Feb 27, 2008 before me, Elizabeth V Sullivan
(Notary Name and Title)

personally appeared Anne H. Gandy, Sr VP CFO personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Elizabeth V Sullivan

(Notary Seal)
Exp: 4-29-2008



SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Equipment Lease Agreement

With: **MARTIN MARIETTA MATERIALS, INC.**

APPLICABLE RECOVERY PERIOD: 7 Years

Vendor: National Steel Car Limited

600 Kenilworth Avenue

P.O. Box 2450

Hamilton, Ontario, Canada

L8N3J4

The following Equipment is initially located at: 8200 IH 10 West, Suite 600

San Antonio, TX 78230

89 2400 CF Open Top Hopper Cars

Invoice #38434	Martin Marietta	National Steel Car Limited		
<u>Car Number</u>	<u>Shop Number</u>	<u>Light Weight</u>	<u>Load Limit</u>	
MWAX 5033		33	55,300	230,700
MWAX 5042		42	55,100	230,900
MWAX 5045		45	55,100	230,900
MWAX 5046		46	55,000	231,000
MWAX 5024		24	55,100	230,900
MWAX 5026		26	55,200	230,800
MWAX 5031		31	55,200	230,800
MWAX 5034		34	55,100	230,900
MWAX 5035		35	55,200	230,800
MWAX 5051		51	55,000	231,000
MWAX 5052		52	55,000	231,000
MWAX 5053		53	55,100	230,900
MWAX 5048		48	55,100	230,900
MWAX 5058		58	55,100	230,900
MWAX 5059		59	55,100	230,900
MWAX 5061		61	55,100	

Invoice #38486				
<u>Car Number</u>	<u>Shop Number</u>	<u>Light Weight</u>		<u>Load Limit</u>
MACX 4022		87	55,100	230,900
MACX 4034		99	55,000	231,000
MACX 4035		100	55,000	231,000
MACX 4038		103	55,000	231,000
MACX 4006		71	55,100	230,900
MACX 4007		72	55,100	230,900
MACX 4036		101	55,100	230,900
MACX 1039		104	55,100	230,900

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Equipment Lease Agreement

With: **MARTIN MARIETTA MATERIALS, INC.**
 APPLICABLE RECOVERY PERIOD: 7 Years



MACX 4029	94	55,000	231,000
MACX 4030	95	55,100	230,900
MACX 4031	96	55,100	230,900
MACX 4041	106	55,000	231,000
MACX 4042	107	55,000	231,000
MACX 4044	109	55,000	231,000
MACX 4045	110	55,100	230,900
MACX 4047	112	55,000	231,000
MWAX 5004	4	55,300	230,700
MACX 4040	105	55,100	230,900
MACX 4043	108	55,000	231,000
MACX 4049	114	55,100	230,900
MACX 4054	119	55,200	230,800
MACX 4055	120	55,300	230,700
MACX 4056	121	55,100	230,900
MACX 4057	122	55,300	230,700
MACX 4053	118	55,300	230,700
MACX 4058	123	55,200	230,800
MACX 4059	124	55,100	230,900
MACX 4046	111	55,200	230,800
MACX 4048	113	55,000	231,000
MACX 4050	115	55,000	231,000
MACX 4051	116	55,000	231,000
MACX 4052	117	55,100	230,900
MACX 4060	125	55,100	230,900

Invoice #38463

<u>Car Number</u>	<u>Shop Number</u>	<u>Light Weight</u>	<u>Load Limit</u>
MWAX 5062	62	55,000	231,000
MWAX 5065	65	55,100	230,900
MACX 4001	66	55,000	231,000
MWAX 5050	50	55,100	230,900
MWAX 5063	63	55,100	230,900
MWAX 5064	64	55,100	230,900
MACX 4008	73	55,100	231,000
MWAX 5054	54	55,000	231,000
MWAX 5055	55	55,100	230,900
MWAX 5057	57	55,000	231,000
MWAX 5060	60	55,000	231,000
MACX 4013	78	55,100	230,900

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Equipment Lease Agreement

With: **MARTIN MARIETTA MATERIALS, INC.**

APPLICABLE RECOVERY PERIOD: 7 Years



MWAX 5047	47	55,100	230,900
MWAX 5049	49	55,000	231,000
MWAX 5056	56	54,900	231,000
MACX 4011	76	55,100	230,900
MACX 4003	68	55,100	230,900
MACX 4009	74	55,200	230,800
MACX 4010	75	55,200	230,800
MACX 4012	77	55,100	230,900
MACX 4016	81	55,100	230,900
MACX 4017	82	55,200	230,800
MACX 4018	83	55,100	230,900
MACX 4019	84	55,100	230,900
MACX 4002	67	55,200	230,800
MACX 4004	69	55,100	230,900
MACX 4005	70	55,100	230,900
MACX 4024	89	55,100	230,900
MACX 4014	79	55,000	231,000
MACX 4015	80	55,300	230,700
MACX 4023	88	55,100	230,900
MACX 4025	90	55,100	230,900
MACX 4020	85	55,100	230,900
MACX 4028	91	55,100	230,900
MACX 4027	92	55,000	231,000
MACX 4028	93	55,100	230,900
MACX 4021	86	55,100	230,900
MACX 4032	97	55,100	230,900
MACX 4033	98	55,200	230,800
MACX 4037	102	55,100	230,900

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

BANC OF AMERICA LEASING & CAPITAL, LLC

By:

Name:

Title:

David R. Gurnoyer
Senior Vice President

MARTIN MARIETTA MATERIALS, INC.

By:

Name:

Title:

Anne H. Lloyd
SVP, CFO and Treasurer

STATE OF: Rhode Island

SS.

COUNTY OF: Providence

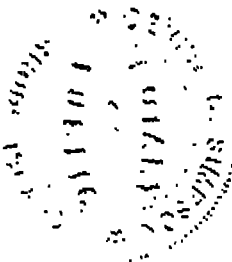
On February 27, 2008 before me, Denise C. Simpson
(Notary Name and Title)

personally appeared David R. Cournoyer, SR personally known to me (or
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Denise C. Simpson

expir: (Notary Seal) 03/25/2010



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/29/08



Robert W. Alvord